

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

In re:	:	Chapter 11
	:	
DELPHI CORPORATION, et al.,	:	Case No. 05-44481 (RDD)
	:	
Debtors.	:	(Jointly Administered)
	:	

**AFFIDAVIT OF ORDINARY COURSE PROFESSIONAL**

STATE OF OHIO                     )  
  )       ss:  
COUNTY OF FRANKLIN        )

Robert J. Sidman, being duly sworn, deposes and says:

1. I am a principal of Vorys, Sater, Seymour and Pease LLP (“Vorys”), which firm maintains offices at 52 East Gay Street, Columbus, Ohio 43215.

2. Neither I, Vorys, nor any partner thereof, insofar as I have been able to ascertain, has any connection with the above-captioned debtors and debtors-in-possession (the “Debtors”), their creditors, or any other party-in-interest, or their attorneys, except as set forth in this affidavit.

3. Vorys has represented and advised the Debtors in Ohio with respect to a broad range of aspects of the Debtors’ businesses.

4. The Debtors have requested, and Vorys has agreed, to continue to represent and advise the Debtors pursuant to Section 327(e) of Title 11 of the United States Code, 11 U.S.C. §§101-1330, as amended (the “Bankruptcy Code”), with respect to such matters.

Additionally, the Debtors have requested, and Vorys proposes, to render the following services to the Debtors:

Tax, business and other related legal issues.

5. Vorys' current fee arrangement is hourly plus reimbursement of expenses.

6. Except as set forth herein, no promises have been received by Vorys or any partner, auditor or other member thereof as to compensation in connection with these Chapter 11 cases other than in accordance with the provisions of the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure, the Local Rules, orders of this Court, and the Fee Guidelines promulgated by the Executive Office of the United States Trustee.

7. Vorys has no agreement with any entity to share with such entity any compensation received by Vorys.

8. Vorys and its partners and other attorneys have in the past represented, currently represent, and may in the future represent entities that are claimants of the Debtors in matters totally unrelated to these Chapter 11 cases. In addition, Vorys has represented and will continue to represent certain of its clients who are creditors and/or customers or other parties in interest of Debtors in respect to the Debtors' pending Chapter 11 cases. The Debtors have expressly waived any conflict of interest in respect to this concurrent representation of other Vorys clients, as have the other Vorys clients, and Vorys will establish an ethical screen to assure that no Vorys attorney providing services to Debtors shall communicate with, or disclose to, any other Vorys attorney representing other Vorys clients on Delphi-related matters any confidences or secrets of Debtors. Likewise, no Vorys attorney representing other Vorys clients on Delphi-related matters shall communicate with, or disclose to, Vorys attorneys representing Debtors any confidences or secrets of Vorys other clients. Further, Vorys attorneys will only render legal

services to Debtors on matters that are not substantially related to any matter in which a Vorys attorney may represent another Vorys client in respect to Debtors.

9. Neither I, Vorys, nor any partner thereof, insofar as I have been able to ascertain, holds or represents any interest adverse to the Debtors, or their estates in the matters upon which Vorys is to be engaged except as disclosed herein.

10. The foregoing constitutes the statement of Vorys pursuant to Sections 329 and 504 of the Bankruptcy Code and Bankruptcy Rules 2014 and 2016b).

FURTHER AFFIANT SAYETH NOT

By /s/ Robert J. Sidman  
Robert J. Sidman

Sworn to and subscribed before me  
this 23rd day of March, 2006.

/s/ Elissa P. Litfin  
Elissa P. Litfin  
Notary Public, State of Ohio  
My Commission Expires March 27, 2008

**CERTIFICATE OF SERVICE**

The undersigned hereby certifies that on this 4<sup>th</sup> day of May, 2006, a copy of the preceding Affidavit of Ordinary Course Professional was electronically filed through the Court's ECF system and served upon the following interested parties by regular U.S. mail, postage prepaid. Parties may also access this filing through the Court's ECF system.

Delphi Corporation  
Attn: General Counsel  
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Troy, MI 48098

Skadden, Arps, Slate, Meagher & Flom  
Attn: John Wm. Butler, Jr., Esq.  
333 West Wacker Drive, Suite 2100  
Chicago, IL 60606

Office of the U.S. Trustee  
Attn: Alicia M. Leonhard, Esq.  
33 Whitehall Street, Suite 2100  
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Latham & Watkins LLP  
Attn: Mark A. Broude, Esq.  
885 Third Avenue  
New York, NY 10022

Simpson, Thacher & Bartlett LLP  
Attn: Marissa Wesley, Esq.  
425 Lexington Avenue  
New York, NY 10017

Davis, Polk & Wardell  
Attn: Marlane Melican, Esq.  
450 Lexington Avenue  
New York, NY 10017

Judge Robert D. Drain  
United States Bankruptcy Court  
Southern District of New York  
One Bowling Green  
New York, NY 10004-1408  
(Via Overnight Mail)

/s/ Robert J. Sidman  
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